

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
Debtors.	)	
		Objection Date: July 12, 2012
		Hearing Deadline: to be scheduled, if necessary

**SIXTY-FIFTH MONTHLY FEE APPLICATION OF NORTON ROSE CANADA LLP<sup>2</sup>  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS  
AND DEBTORS-IN-POSSESSION FOR THE PERIOD FROM  
MAY 1, 2012 THROUGH MAY 31, 2012**

Name of Applicant:	Norton Rose Canada LLP ("NR")
Authorized to Provide Professional Services to:	W.R. Grace & Co., et al., Debtors and Debtors in Possession
Date of Retention:	Retention Order entered and effective as of December 18, 2006
Period for which Compensation and Reimbursement is Sought:	May 1, 2012 to May 31, 2012
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$2,787.00

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

<sup>2</sup> Ogilvy Renault LLP joined the Norton Rose Group on June 1, 2011 to continue as Norton Rose OR LLP. On January 1, 2012 Macleod Dixon joined Norton Rose Group and as such Norton Rose OR LLP and Macleod Dixon have changed their names to continue as Norton Rose Canada LLP.

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary	\$72.48
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This is a:  monthly       interim       final application.

The total time expended for preparation of this fee application is approximately two (2) hours and the corresponding estimated compensation requested is approximately \$440.00<sup>3</sup>. This is NR's monthly application for interim compensation of services for the interim fee period May 1, 2012 to May 31, 2012 (the "Fee Period").

#### PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees <sup>4</sup>	Approved Expenses
03/16/07	10/17/06-01/31/07	\$102,612.50	\$665.48	\$82,090.00	\$665.48
04/24/07	02/01/07-02/28/07	\$45,825.50	\$328.67	n/a	\$328.67
05/10/07 <sup>5</sup>	02/01/07-02/28/07	\$97.50	\$0.00	\$36,738.40	n/a
05/10/07	03/01/07-03/31/07	\$57,662.00	\$5,125.70	\$46,129.60	\$5,125.70
06/08/07	04/01/07-04/30/07	\$47,014.00	\$1,540.51	\$37,611.20	\$1,540.51
06/27/07	05/01/07-05/31/07	\$21,853.00	\$296.98	\$17,482.40	\$296.98
08/03/07	06/01/07-06/30/07	\$34,799.00	\$2,223.81	\$27,839.20	\$2,223.81
08/28/07	07/01/07-07/31/07	\$85,426.50	\$206.43	\$68,341.20	\$206.43
09/24/07	08/01/07-08/31/07	\$74,819.50	\$335.00	\$59,855.60	\$335.00
11/08/07	09/01/07-09/30/07	\$104,938.00	\$104,661.80	\$83,950.40	\$104,661.80
11/20/07	10/01/07-10/31/07	\$87,103.50	\$488.03	\$69,682.80	\$488.03
01/11/08	11/01/07-11/30/07	\$77,944.00	\$6,166.86	\$62,355.20	\$6,166.86
01/28/08	12/01/07-12/31/07	\$8,348.50	\$99.93	\$6,678.80	\$99.93
02/28/08	01/01/08-01/31/08	\$10,198.50	\$88.70	\$8,158.80	\$88.70

<sup>3</sup> The actual number of hours expended preparing this Application and the corresponding compensation requested will be set forth in NR's subsequent fee applications.

<sup>4</sup> The "Approved Fees" amount represents 80% of the fees requested by NR.

<sup>5</sup> This application was filed as a "corrected" second monthly fee application to replace and correct errors related to the amount of compensation sought pursuant to the original second monthly fee application (the "Original Second Monthly") filed on April 24, 2007. The corrected second monthly fee application requests an additional \$97.50 on top of what was requested in the Original Second Monthly.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees <sup>4</sup>	Approved Expenses
04/01/08	02/01/08-02/29/08	\$24,299.50	\$449.80	\$19,439.60	\$449.80
04/24/08	03/01/08-03/31/08	\$45,098.50	\$1,296.53	\$36,078.80	\$1,296.53
05/15/08	04/01/08-04/30/08	\$50,569.50	\$2,757.72	\$40,455.60	\$2,757.72
06/20/08	05/01/08-05/31/08	\$87,505.50	\$1,965.87	\$70,004.40	\$1,965.87
07/31/08	06/01/08-06/30/08	\$64,835.50	\$316.78	\$51,868.40	\$316.78
08/26/08	07/01/08-07/31/08	\$56,187.00	\$76.66	\$44,949.60	\$76.66
09/22/08	08/01/08-08/31/08	\$107,954.50	\$573.95	\$86,363.60	\$573.95
10/31/08	09/01/08-09/30/08	\$223,082.00	\$3,009.77	\$178,465.60	\$3,009.77
11/18/08	10/01/08-10/31/08	\$46,804.00	\$566.87	\$37,448.20	\$566.87
01/06/09	11/01/08-11/30/08	\$18,141.00	\$293.58	\$14,512.80	\$293.58
01/29/09	12/01/08-12/31/08	\$5,222.00	\$101.31	\$4,177.00	\$101.31
02/19/09	01/01/09-01/31/09	\$7,232.00	\$34.48	\$5,785.60	\$34.48
03/19/09	02/01/09-02/28/09	\$20,934.00	\$217.02	\$16,747.20	\$217.02
04/16/09	03/01/09-03/31/09	\$29,166.00	\$674.25	\$23,332.80	\$674.25
06/02/09	04/01/09-04/30/09	\$18,798.50	\$37.33	\$15,038.80	\$37.33
06/16/09	05/01/09-05/31/09	\$5,743.00	\$28.75	\$4,594.40	\$28.75
07/22/09	06/01/09-06/30/09	\$8,340.50	\$145.70	\$6,672.40	\$145.70
08/21/09	07/01/09-07/31/09	\$15,320.52	\$200.52	\$12,256.42	\$200.52
09/23/09	08/01/09-08/31/09	\$3,558.00	\$57.51	\$2,846.40	\$57.51
10/26/09	09/01/09-09/30/09	\$32,965.50	\$926.42	\$26,372.40	\$926.42
12/02/09	10/01/09-10/31/09	\$50,301.50	\$485.51	\$40,241.20	\$485.51
12/17/09	11/01/09-11/30/09	\$29,593.50	\$214.69	\$23,674.80	\$214.69
02/02/10	12/01/09-12/31/09	\$80,158.50	\$535.59	\$64,126.80	\$535.59
02/23/10	01/01/10-01/31/10	\$80,809.50	\$556.77	\$64,647.60	\$556.77
03/31/10	02/01/10-02/28/10	\$96,649.00	\$3,072.97	\$77,319.20	\$3,072.97
04/28/10	03/01/10-03/31/10	\$9,870.50	\$199.07	\$7,824.40	\$199.07
06/02/10	04/01/10-04/30/10	\$2,585.00	\$65.10	\$2,068.00	\$65.10
07/07/10	05/01/10-05/31/10	\$1,876.50	\$74.52	\$1,501.20	\$74.52
08/06/10	06/01/10-06/30/10	\$505.00	\$30.81	\$404.00	\$30.81
09/07/10	07/01/10-07/31/10	\$7,259.00	\$30.67	\$5,807.20	\$30.67
10/13/10	08/01/10-08/31/10	\$4,319.50	\$219.33	\$3,455.60	\$219.33
11/01/10	09/01/10-09/30/10	\$715.50	\$30.49	\$572.40	\$30.49
12/07/10	10/01/10-10/31/10	\$1,019.50	\$30.67	\$1,019.50	\$30.67
01/04/11	11/01/10-11/30/10	\$1,774.50	\$61.62	\$1,774.50	\$61.62

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Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees <sup>4</sup>	Approved Expenses
02/02/11	12/01/10-12/31/10	\$7,476.50	\$109.54	\$7,476.50	\$109.54
03/07/11	01/01/11-01/31/11	\$16,190.00	\$265.67	\$16,190.00	\$265.67
04/07/11	02/01/11-02/28/11	\$10,759.00	\$84.93	\$10,759.00	\$84.93
04/26/11	03/01/11-03/31/11	\$38,163.00	\$409.84	\$38,163.00	\$409.84
05/18/11	04/01/11-04/30/11	\$37,330.00	\$630.97	\$37,330.00	\$630.97
06/13/11	05/01/11-05/31/11	\$1,789.00	\$0.00	\$1,789.00	\$0.00
7/20/2011	06/01/11-06/30/11	\$803.00	\$34.60	\$803.00	\$34.60
08/22/2001	07/01/11-07/31/11	\$1,894.00	\$169.88	\$1,894.00	\$169.88
09/29/2011	08/01/11-08/31/11	\$10,965.00	\$211.22	\$10,965.00	\$211.22
10/24/2011	09/01/11-09/30/11	\$2,014.00	\$76.19	\$2,014.00	\$76.19
11/11/2011	10/01/11-10/31/11	\$1,692.00	\$47.27	\$1,692.00	\$47.27
12/21/2011	11/01/11-11/30/11	\$2,068.00	\$101.73	\$2,068.00	\$101.73
01/30/2012	12/01/11-12/31/11	\$705.00	\$34.96	\$705.00	\$34.96
03/07/2012	01/01/12-01/31/12	\$6,276.50	\$0.00	\$5,012.20	\$0.00
03/15/2012	02/01/12-02/29/12	\$9,475.00	\$279.00	\$7,580.00	\$279.00
05/07/2012	03/01/11-03/31/11	\$985.00	\$104.09	\$788.00	\$104.09
06/05/2012	04/01/11-04/30/11	\$1,934.00	\$0.00	Pending	Pending

NR PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Year of Obtaining License to Practice	Hourly Billing Rate	Hours Billed <sup>6</sup>	Compensation
Orestes Pasparakis	Partner, Year of Call to the Ontario Bar – 1995	\$830.00	0.30	\$249.00
Teresa Walsh	Partner, Year of Call to the Ontario Bar – 1996	\$615.00	0.80	\$492.00
Penny Adams	Law Clerk, n/a	\$220.00	9.30	\$2,046.00

<sup>6</sup> Some professional time that was spent during the Interim Period may be reflected in a subsequent application and some professional time that was spent during the previous Interim Period may be reflected in this Application.

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<b>Total Fees:</b>	<b>\$2,787.00</b>
<b>Total Hours:</b>	<b>10.40</b>
<b>Blended Rate:</b>	<b>\$267.98</b>

#### TASK CODE SUMMARY

	Project Category	Billed Hours	Fees Requested
0001	Chapter 11 Proceedings, General Matters	10.40	<b>\$2,787.00</b>
<b>Total</b>		<b>10.40</b>	<b>\$2,787.00</b>

#### EXPENSE SUMMARY

Invoice No. 1174202 (Chapter 11 Proceedings, General Matters – File No. 01016442-0001)

Description	Timekeeper	Amount
Courier Service	Orestes Pasparakis	\$36.24
Courier Service	Orestes Pasparakis	\$36.24

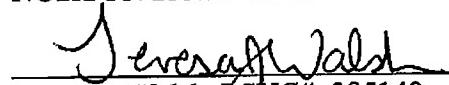
Expense Category	Total Expenses
Courier Services	\$72.48
<b>Total</b>	<b>\$72.48</b>

WHEREFORE, NR respectfully requests that (a) an allowance be made to it, as fully described above for (i) 80% of the amount of \$2,787.00 for reasonable and necessary professional services that NR has rendered to the Debtors during the Fee Period (\$2,229.60); and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by NR during the Fee Period (\$72.48); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

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Dated: June 20, 2012

**NORTON ROSE CANADA LLP**

  
Teresa J. Walsh LSUC#: 385140  
Suite 3800, 200 Bay Street  
Royal Bank Plaza, South Tower  
Toronto, Ontario, Canada M5J 2Z4  
Telephone: (416) 216-4080  
Facsimile: (416) 216-3930

Special Counsel for the Debtors and Debtors in  
Possession

**VERIFICATION**

PROVINCE OF ONTARIO :

CITY OF TORONTO :

Teresa J. Walsh, after being duly sworn according to law, deposes and says:

- (a) I am a partner with the law firm of Norton Rose Canada LLP ("NR").
- (b) I am familiar with the legal services rendered by NR as special counsel to the Debtor and Debtors in Possession by the lawyers and paraprofessionals of NR.
- (c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I submit that I have been duly advised by our agent James O'Neill with the law firm of Pachulski, Stang, Ziehl & Jones LLP that the Application substantially complies with Local Bankruptcy Rules for the District of Delaware.

SWORN AND SUBSCRIBED before  
me this 20 day of June, 2012.

Maureen R.A. Edwards  
A Commissioner for Taking  
Affidavits

Teresa J. Walsh  
Teresa J. Walsh

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W. R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
Debtors.	)	
		<b>Objection Date: July 12, 2012</b>
		<b>Hearing Deadline: to be scheduled, if necessary</b>

**FEE DETAIL FOR NORTON ROSE CANADA LLP'S SIXTY-FIFTH MONTHLY FEE  
APPLICATION FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR  
THE DEBTORS AND DEBTORS-IN-POSSESSION  
FOR THE PERIOD FROM MAY 1, 2012 THROUGH MAY 31, 2012**

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food' N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homeo International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.


**NORTON ROSE**

Barristers &amp; Solicitors / Patent &amp; Trade-mark Agents

Norton Rose Canada LLP  
 TD Waterhouse Tower, Suite 2300  
 Toronto-Dominion Centre  
 79 Wellington Street West, P.O. Box 128  
 Toronto, Ontario M5K 1H1 CANADA

T: +1 416.360.8511  
 F: +1 416.360.8277  
[toronto@nortonrose.com](mailto:toronto@nortonrose.com)  
[nortonrose.com](http://nortonrose.com)

On January 1, 2012, Macleod Dixon joined  
 Norton Rose OR to create Norton Rose Canada.

**INVOICE**

Invoice Number: 1174202  
 Date: June 14, 2012  
 Client: W.R. GRACE & CO.  
 RE: Chapter 11 Proceedings, General Matters  
 Matter No.: 01016442-0001

100035

W.R. GRACE & CO.  
 7500 Grace Drive  
 Columbia, Maryland 21044  
 U.S.A.

GST: R111340006

Attention: Richard C. Finke  
 Assistant General Counsel-Litigation

For professional services rendered and disbursements incurred for the period  
 ending May 31, 2012.

FEES	\$2,787.00
DISBURSEMENTS (Taxable)	0.00
DISBURSEMENTS (Non Taxable)	72.48
NET	\$2,859.48
GST	0.00
TOTAL FOR THIS INVOICE	\$2,859.48
TOTAL IN US FUNDS	\$2,803.41

**COPY**

Payable upon receipt:

Banking information for wire transfer:  
 RBC Financial Group, Main Branch, Royal Bank Plaza  
 Toronto, Ontario, CANADA  
 Bank #03, Transit #00002, Acc. No. 106-030-0  
 Swift Code # ROYCCATZ  
 Include Invoice number on transfer order



W.R. GRACE &amp; CO.

01016442-0001

RE: Chapter 11 Proceedings, General Matters**FEE DETAIL**

Date	Timekeeper	Description	Hours	Amount
2/5/12	Penny Adams	Drafting the 63rd Monthly Fee Application and the 21st Quarterly Interim Application (2.50).	2.50	\$550.00
3/5/12	Teresa Walsh	Review and swearing of 63rd Monthly Fee Application.	0.30	\$184.50
3/5/12	Penny Adams	Drafting the 63rd Monthly Fee Application and the 21st Quarterly Interim Application (2.50).	2.50	\$550.00
7/5/12	Penny Adams	Finalizing 63rd Monthly Fee Application (0.20); Correspondence with the fee auditor and others regarding same (0.40).	0.60	\$132.00
9/5/12	Penny Adams	Reviewing and revising the 21st quarterly fee application (0.50). Correspondence regarding same (0.50).	1.00	\$220.00
10/5/12	Teresa Walsh	Review and swearing of 21st Quarterly Interim Application.	0.30	\$184.50
10/5/12	Penny Adams	Finalizing the 21st Quarterly Interim Application (0.30). Correspondence with the fee auditor and others regarding same (0.50). Drafting the 64th Monthly Fee Application (1.0).	1.80	\$396.00
14/5/12	Orestes Pasparakis	Directions to team.	0.30	\$249.00
29/5/12	Penny Adams	Dealing with issues with respect to outstanding invoices (0.50).	0.50	\$110.00
30/5/12	Penny Adams	Reviewing 64th Monthly Fee Application (0.20). Correspondence with Mr. R Finke regarding same (0.20).	0.40	\$88.00
31/5/12	Teresa Walsh	Review and swearing of 64th Monthly Fee Application.	0.20	\$123.00
<b>TOTAL FEES</b>				<b>\$2,787.00</b>

**DISBURSEMENTS - NON TAXABLE**

Courier service	72.48
	<b>\$72.48</b>